

Exhibit D

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1 UNITED STATES DISTRICT COURT
2 SOUTHERN DISTRICT OF NEW YORK

3 -----x
4 SECURITIES and EXCHANGE
5 COMMISSION,

6 Plaintiff,

7 v.

20 Civ. 10832 (AT) (SN)

8 RIPPLE LABS, INC., *et al.*,

9 Defendants.
10 -----x

11 New York, N.Y.
12 May 21, 2021
13 2:00 p.m.

14 Before:

15 HON. SARAH NETBURN,

16 U.S. Magistrate Judge

17 APPEARANCES

18 SECURITIES and EXCHANGE COMMISSION

19 Attorneys for Plaintiff SEC

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1 explicit statutory good faith defenses. That is clearly under
2 Bilzerian. Our defense is not a good faith defense, and it is
3 certainly not the defense where there is a statute that
4 explicitly says you have to -- explicitly, excuse me, says that
5 you have to show good faith, which is what you were dealing
6 with in this case.

7 THE COURT: At this point, can you address -- I think
8 it is related to what you're talking about now -- the argument
9 that the SEC raised that your individual defendants -- who I
10 know are not your clients -- are raising a good faith defense,
11 and that in your applications and letter briefing to Judge
12 Torres, you have suggested that the evidence will be the same
13 for both of those defenses?

14 MR. RAPAWY: So I think that the argument there, your
15 Honor, is that some of the same evidence is relevant, not that
16 the -- and I will clarify a little bit further. I can't say
17 whether the defendants, if and when they answer, will raise an
18 affirmative good faith defense. That's not my decision to
19 make, and it may never come to pass.

20 I can say that to the extent that the defendants are
21 saying that the SEC hasn't met its burden to show that they
22 acted recklessly or with knowledge that they were violating the
23 law or aided and abetted with that knowledge. To the extent
24 they are making that argument, that is not a good faith
25 defense. That is, instead, a claim that -- it is a mere denial